

NOMINATIONS COMMITTEE

Wednesday 4 November 2020 at 4pm

NOMINATIONS COMMITTEE

A meeting of the Nominations Committee will be held on Wednesday 4th November 2020 at 4 pm. The meeting will be held remotely due to Covid -19 meeting restrictions.

A G E N D A

20.10	Welcome and Apologies		D Newall
20.11	Declarations of Interests		D Newall
20.12	Draft Minute – 20 February 2020	P	D Newall
20.13	Committee Remit	P	C McConnell
20.14	Governance Risks – Audit Committee Action	P	C McConnell
20.15	Governance Review	P	C McConnell
	<ul style="list-style-type: none"> • Scheme of Delegation • Standing Orders 		
20.16	Board Development Plan	P	C McConnell
20.17	Board Handbook	P	C McConnell
20.18	Update on Board Appointments	V	C McConnell
20.19	Glasgow Clyde Educational Foundation Appointments	P	C McConnell
20.20	Any Other Business		D Newall

NOMINATIONS COMMITTEE MEETING

Date of Meeting	4 November 2020
Paper Title	Committee Remit
Agenda Item	20.13
Paper Number	20.13
Responsible Officer	Christine McConnell
Status	Disclosable
Action	Recommend

1 REPORT PURPOSE

The Purpose of this report is to ask the Committee to consider its Terms of Reference as requested by the Board of Management at its meeting on 18th March 2020.

2. RECOMMENDATION

The Committee review its Terms of Reference and make recommendations to the Board at its meeting on 9th December 2020.

3. BACKGROUND

3.1 As a matter of good governance, the Board should annually review each Committee's Terms of Reference. At its meeting on 18 March 2020, the Board asked that each of its Committees consider its Terms of Reference at its next meeting.

3.2 The Board specifically asked that the Committee has regard to the following when preparing its report to the Board: -

- Responsibility for governance should fall within the Nominations Committee's remit;
- The Board has agreed a protocol for appointments to Glasgow Clyde Education Foundation which delegates certain roles to the Nominations Committee;
- Is the existing quorum appropriate and practical?
- Should the balance between non- executive and executive members be expressly defined?

3.3 The Nominations Committee's current Terms of Reference are contained in Appendix 1. This is the first time the Committee has met since 18 March. Recommended changes to reflect the responsibility for governance are shown in red tracking.

3.4 The Committee is asked to consider the proposed revisions to the Terms of Reference together with the questions posed in Paragraph 3.2 above and report any recommended changes to the Board.

4. RISK ANALYSIS

There are no risks associated with this Review.

5. LEGAL IMPLICATIONS/ FINANCIAL IMPLICATIONS/ REGIONAL OUTCOME AGREEMENT IMPLICATIONS

Addressing the Terms of Reference meets the requirements of the College's governance arrangements. Ensuring that that the College complies with Good Governance requirements meets the expectations of the Scottish Funding Council, Scottish Government, GCRB, OSCR and other relevant stakeholders.

**6. HAS AN EQUALITY IMPACT ASSESSMENT BEEN CARRIED OUT
N/A**

APPENDIX 1

NOMINATIONS COMMITTEE

REMIT OF COMMITTEE

These functions are delegated by the Board of Management to the Nominations Committee

REMIT

1. To be responsible for selecting and nominating candidates for the approval of GCRB to fill any vacancies which arise from time to time in the membership of the Board of Management. To follow the recruitment procedure in accordance with Ministerial Guidance to College Boards and to take cognisance of equality and diversity in seeking candidates with a variety of backgrounds and skills or experience.

The process will include interviewing, assessing against specified criteria set by the Committee and recommending candidates to GCRB for membership of the Board of Management.

Note that in respect of the selection and appointment of the Chair of the Board of Management or the Principal there will be a separate procedure governed through GCRB and would be subject to separate reporting to the Board of Management.

2. To make recommendations to the Board of Management on the chairing of Committees of the Board.
3. To give full consideration to succession planning for members of the Board, taking into account the challenges and opportunities which face the College.

4. To have regard to the desire of the Board to have a diverse membership reflecting the communities which it serves.
5. To consider the governance framework within which the Board of Management operates and make any recommendations for change to the Board of Management for approval;
- 5-6. To consider applications for appointments as Trustee to the Glasgow Clyde Education Foundation and to make recommendations for appointments to the Board of Management.

MEETINGS

1. The Nominations Committee will meet formally once each year in February or March and otherwise as required.
2. The business of the Nominations Committee shall be reported to the next available Board of Management meeting.

MEMBERSHIP

1. The membership of the Committee is not more than five members of the Board of Management. The Committee will be chaired by the Chair of the Board of Management. The Board may appoint a Vice Chair of the Committee having regard to succession.
2. The clerk to the Board, Assistant Principal of Organisational Development and the Head of HR may attend the Committee as appropriate.
3. The Appointments Panel will comprise two members of the Nominations Committee and an Independent Person to be appointed for that purpose in accordance with Ministerial Guidance.
4. By invitation of the Chair, external advisers may attend to provide specialist advice and information to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

QUORUM

1. The Quorum set by the Committee is three members.

NOMINATIONS COMMITTEE MEETING

Date of Meeting	4 November 2020
Paper Title	Governance Risks- Audit Committee Action
Agenda Item	20.14
Paper Number	20.14, 20.14A
Responsible Officer	Christine McConnell
Status	Disclosable
Action	Recommend

1 REPORT PURPOSE

The Purpose of this report is to ask the Committee to review the Governance Risks contained in the Strategic Risk Register.

2. RECOMMENDATION

The Committee reviews the governance risks in the strategic risk register and make any recommendations for change to the Audit Committee at its meeting on 23rd November 2020.

3. BACKGROUND

3.1 As part of its review of the College’s Strategic Risk Register, see Appendix 1, the Audit Committee identified that the risks categorised as “Governance” should be reviewed.

As the Nominations Committee has delegated authority to consider governance matters, the Audit Committee asked that the Nominations Committee consider the governance risks and advise of any recommendations for change.

3.2 There are currently 3 risks under the “ Governance” heading identified on the Register:-

- G1 Failure to meet all legislative and regulatory requirements and/or recommended guidance
- G2 Failure to comply with Health and Safety and Safeguarding requirements
- G3 Failure to recruit, train and retain an appropriately experienced Board of Management

The rating of each is Red, Amber, Green respectively.

The Committee is asked to consider the risks listed and provide feedback to the Audit Committee as to whether it is content with the risks as described and whether it has any comment on the mitigating actions and ratings allocated.

4. RISK ANALYSIS

There are no risks associated with this Review. The Risk Register should be kept under review as a matter of good practice.

5. **LEGAL IMPLICATIONS/ FINANCIAL IMPLICATIONS/ REGIONAL OUTCOME AGREEMENT IMPLICATIONS**
None
6. **HAS AN EQUALITY IMPACT ASSESSMENT BEEN CARRIED OUT**
N/A

GLASGOW CLYDE COLLEGE - STRATEGIC RISK REGISTER INCL. COVID 19 IMPACTS							as at 19th October 2020								
Score Before Mitigating Actions							Score After Mitigating Actions								
Risk Ref	New Risk Description	Risk Category	Link to Strategic Plan Themes	Risk Owner	Probability	Impact	Risk Score	Mitigating Actions	Probability	Impact	Risk Score	Risk Ranking after mitigating actions	Risk Timing - Short / Medium / Long Term	Risk Score at last report to the Board	Risk Increasing/ Decreasing/ No Change
Financial Risks															
F1	Failure to achieve surplus targets for commercial activity/Failure to achieve/maintain planned levels of non-SFC income	Financial / COVID impacts	Theme 2 and 5 - Partner of Choice and Financial Resilience through Operational Excellence	Assistant Principal International and Business Development	5	5	25	<ul style="list-style-type: none"> i) Previous ambitious commercial income/surplus growth plan now in recovery plan stage for 2020/21 and to rebuild for future years by each sector area based on medium and long term impacts following COVID 19 virus. ii) Regular monitoring between Business Development Unit, External Funding Unit and Faculty Management of commercial activity/non-SFC activity and future replacement activity will be identified as far as can be estimated however significant impacts likely through 2020/21 at least. iii) Pipeline of activity being re-established as much as possible based on on line or on site delivery iv) FWDF key element of total activity and expected to increase based on recent funding announcements v) Greater use of digital marketing to promote course areas as effectively as possible vi) Costing templates completed for all commercial activity. Further monitoring of in year staff costs transfers of permanent staff costs ongoing. vii) Increased engagement and marketing effort post COVID to try to maintain as much of business as possible and to open and grow new income streams e.g. for retraining. viii) Spread of activity across a range of activity areas to reduce risk of one large contract failure to overall surplus. ix) Review and develop market opportunities through business development strategy and grow new markets. x) Keep informed of constitutional change implications of Brexit and impact on non-SFC activity for the College. Involvement in College sector Brexit forum. xi) Continued work with key partners to ensure successful projects delivered and funding maintained as much as possible. 	5	5	25	F1	Short	25	No change
F2	Failure to reduce College cost base on managed basis to meet requirements of the three five-year financial forecast	Financial/ Organisational/ COVID impacts	Theme 5 - Financial Resilience through Operational Excellence	Principal/ Vice Principals	5	5	25	<ul style="list-style-type: none"> i) Financial plan prepared which shows required cost reductions based on anticipated income reductions due to COVID impacts. ii) Cost reduction plan being implemented which requires reduction in staff levels and significant cuts in non-staff budgets across the College where possible. VS Reductions and academic management restructuring now being implemented to later timescales. iii) Commenced Process of review of all areas to seek cost reductions, as well as seeking further efficiency through improved business processes. iv) Plan had first staff area change from October 2019 and through use of current VS scheme with required agreement with GCRB and SFC. v) Discussion on future potential changes being taken forward including academic management restructure. vi) Zero based budgeting for 19/20 onwards for non-staff costs. 	4	5	20	F2	Medium	20	No change
F3	Failure to achieve contracted overall teaching delivery targets for any key partner (SFC/SDS/ESF)	Financial/ Organisational/ COVID impacts	Theme 2 and 3 - Partner of choice and Unrivaled Student Experience	Vice Principal - Curriculum & External Relations	5	4	20	<ul style="list-style-type: none"> i) Annually plan and deliver portfolio to required quality standards, ensuring appropriate recruitment, and improved retention and quality of students. ii) Discussions within Glasgow Colleges Group and with other partners to plan curriculum and make changes annually to meet market needs and Government and SFC guidance iii) Focused support for students to deliver student experience and to ensure stated teaching activity targets are met. iv) Closely monitor tuition fees income to assess potential post COVID impacts on income v) Work closely with relevant partners to ensure programmes implemented as planned vi) Aim to ensure annually all relevant agency (e.g. SDS) milestones and documentation requirements achieved however no has COVID impacts due to shutdown. vii) College undertake effective competitor analysis, clear branding and focused marketing to maintain effective student recruitment. Again significant COVID impacts on ongoing basis and need to consider impacts for reopening whenever that is planned. 	4	4	16	F3	Short	12	Increasing
F4	Failure to be able to fund the proposed VS scheme Potential of funding for refusal of SFC to fund for	Financial/ Organisational	Theme 5 - Financial Resilience through Operational Excellence	Principal/ Vice Principals	4	5	20	<ul style="list-style-type: none"> i) Detailed five-year Financial plan prepared and FFR which show recovery after VS scheme and financial sustainability plan implemented is-funded and overall business case being prepared-present case to SFC. ii) Discussions within Glasgow Colleges Regional Board to share approach iii) Cost reduction plan being implemented which requires reduction in staff levels and significant cuts in non-staff budgets across the College where possible iv) If VS scheme not able to be achieved will have to move to compulsory redundancy action v) Ensure stated teaching activity targets are met to meet SFC requirements. 	3	5	15	F4	Medium	15	No change
F5	Adverse Funding changes in 2019/20-2020/21 (SFC/SDS/ESF)	Financial / COVID Impacts	Theme 5 - Financial Resilience through Operational Excellence	Principal/ Vice Principals	4	5	20	<ul style="list-style-type: none"> i) Financial plans developed by College Senior Leadership and monitored within framework of available activity through Glasgow Regional funding for teaching, student support funds and capital. Portfolio planning key element of cost base and monitored on ongoing basis. Portfolio for 2020/21 2019/20-being monitored with on line activity where possible. ii) Continue to aim to inform and influence funding allocations through Principals' Forum, Glasgow Colleges Regional Board, MSPs, and other appropriate bodies. Initial SFC funding allocation for 2020/21 confirmed, announced. iii) Work with Colleges Scotland and Scotland's Colleges Partnership on lobbying regarding impact on ESF funding and development of future alternative resources. Closely monitor ESF delivery levels and suitable record keeping. iv) Projects progressed to address priority items as per College Capital masterplan based on affordability and potential for applications to Foundation v) College had been working to achieve Flexible Workforce Development Fund target levels for 2019/20-however this was now impacted by COVID 19 arrangements and number of the related areas now moved to on line delivery shutdown. 	3	4	12	F4	Short	12	No change

GLASGOW CLYDE COLLEGE - STRATEGIC RISK REGISTER INCL. COVID 19 IMPACTS							as at 19th October 2020								
Score Before Mitigating Actions							Score After Mitigating Actions								
Risk Ref	New Risk Description	Risk Category	Link to Strategic Plan Themes	Risk Owner	Probability	Impact	Risk Score	Mitigating Actions	Probability	Impact	Risk Score	Risk Ranking after mitigating actions	Risk Timing - Short / Medium / Long Term	Risk Score at last report to the Board	Risk Increasing/ Decreasing/ No Change
Organisational Risks															
O1	Failure of College operational processes/ systems /ICT infrastructure including risk of cyber attack or fraud	Organisational/ COVID impacts	Theme 5 - Financial Resilience through Operational Excellence	Vice Principal Resources & College Development & Vice Principal- Curriculum & External Relations	4	5	20	i) Monitoring systems in place across College and feedback from relevant staff. Any issues addressed as necessary and action taken. Need to ensure key systems not impacted by financially challenging budget in 2019/20. Many systems cloud based and using remote desktop for staff to access files while home working. Delivered laptops and wireless devices to staff and students who need them during shutdown period. ii) Business system improvement process in place iii) Infrastructure designed not to have single points of failure with all campuses operating a sophisticated dual-core network topology. iv) Virtualisation infrastructure which improves server resilience with two main data centres at different campuses. v) Member of JISC Information Security service which provides support to secure against cyber attack and regular ICT network penetration testing undertaken. vi) ICT backup procedures and Disaster Recovery planning. Penetration testing exercise completed. Cyber essentials plus status achieved. vii) Web filtering technology in place and uninterruptable power supply in place. viii) Fraud response plan in place	4	4	16	O1	Medium	16	No Change
O2	Failure in any area of College data management processes	Organisational/ Reputational/ COVID impacts	Theme 5 - Financial Resilience through Operational Excellence	Vice Principal Resources & College Development & Vice Principal- Curriculum & External Relations	4	5	20	i) Ongoing monitoring by ICT of any potential systems being targeted ii) ICT backup procedures and Disaster Recovery planning iii) Data protection officer in place who has set up processes for the College for any potential data breaches. iv) Document retention scheme in place for all key record types v) Member of JISC Information Security service which provides information on data management and any sectoral updates. vi) ICT backup procedures and Disaster Recovery planning. Penetration testing exercise completed. Cyber essentials plus status achieved. vii) Web filtering technology in place	4	4	16	O1	Medium	new	new
O3	Failure to achieve acceptably high standard quality of teaching delivery and support for students and suitable student experience	Organisational/ Financial/ COVID impacts	Theme 1 & 3 - Inspirational Learning & Teaching & Univalled Student Experience	Vice Principal - Curriculum & External Relations	5	5	25	i) Monitor of teaching KPIs across all subject areas and action taken to address areas of concern. ii) Quality mechanisms undertaken through annual cycle including self evaluation and internal and external verification processes. Lots of activity has been undertaken by quality with course teams on new arrangements for assessment during College closure. iii) Heads of Curriculum and Unit Managers monitor quality and delivery of service during year and follow up on any issues. College staff training programme and E learning team support staff in new blended learning needs and updating course materials. iv) Faculty staff work with students association, class reps and student feedback mechanisms to monitor feedback on quality and follow up on any issues v) Development of classroom observation protocol as intimated in national bargaining vi) Make efficiencies in business processes to deliver quality of services vii) Monitor feedback from student focus groups on student experience viii) Enhance the monitoring of a range of KPI data on an ongoing basis to quickly identify any emerging negative trends in student performance.	4	4	16	O2	Medium	16	No change
O4	Negative impact on employee relations (e.g. national bargaining, industrial action, local consultation)	Organisational / Reputational	Theme 4 - Employer of Choice	Principal/ Assistant Principal HR	4	5	20	i) Focused work with Trade Unions, specific and regular meetings with senior management, ensuring good flow of information, and ongoing communications. ii) Regular direct communication with staff e.g. staff briefings, focus groups. iii) COVID 19 related communication sent regularly to all staff from the Principal and union involvement in risk assessment discussions iv) Representation made through Employers Association Group, Colleges Scotland, Principals Forum, and GCRB, within national bargaining process. v) Emphasis being made nationally on imperative of financial sustainability and affordability issues particularly given increased staffing costs and challenges of the Glasgow Regional context. vi) Discussion with unions on impact on College financial sustainability and organisational impacts vii) Business continuity planning used to ensure all stakeholders appropriately communicated with in any potential industrial action. viii) Ensure transparency of consultation process to maximise opportunities for enhanced communications with Trade Unions	3	5	15	O3	Short	15	No change. Academic management structure timing delayed except for VS leavers.
O5	High Impact Disaster for College e.g. fire, long term power loss	Organisational/ COVID impacts	Theme 5 - Financial Resilience through Operational Excellence	Vice Principal - Resources & College Development	3	5	15	i) Health and safety risk assessments in place and required testing and audits completed on an annual cycle ii) Business Continuity Plan for College in place. iii) Estates condition survey completed and prioritising projects through estates based on affordability. iv) Business interruption insurance in place however under COVID will need to assess claim options.	3	4	12	O4	Medium	12	No change

GLASGOW CLYDE COLLEGE - STRATEGIC RISK REGISTER INCL. COVID 19 IMPACTS							Key of abbreviations: SFC = Scottish Funding Council, GCRB = Glasgow Colleges Regional Board, GCG = Glasgow Colleges Group, SDS = Skills Development Scotland, ESF = European Social Fund, JISC = Joint Information Steering Committee		as at 19th October 2020						
Score Before Mitigating Actions							Score After Mitigating Actions								
Risk Ref	New Risk Description	Risk Category	Link to Strategic Plan Themes	Risk Owner	Probability	Impact	Risk Score	Mitigating Actions	Probability	Impact	Risk Score	Risk Ranking after mitigating actions	Risk Timing - Short / Medium / Long Term	Risk Score at last report to the Board	Risk Increasing/ Decreasing/ No Change
O6	Failure to achieve a sustainable fit for purpose College estate	Organisational/ Financial	Theme 1 & 5 - Inspirational Learning & Teaching & Financial Resilience through Operational Excellence	Vice Principal - Resources & College Development	4	4	16	i) Capital masterplan in place and related to estates condition survey which highlights required investment to maintain College estate. Funding for 2019/20 for very high priority items allocated by GCRB to College although there are logistical issues in spending the funds within the timeframe. ii) Work with GCRB and SFC to ensure fully informed of estates requirements. iii) Estates Strategy Review completed iv) Need to plan within very tight resources due to financially challenging budget for 2019/20 and items will be rephased as required. v) Plans being worked on for use of the estates high priority maintenance funding vi) Monitor use of College estate as result of COVID impacts and updated cleaning regime in place.	3	3	9	O6	Long	9	No change
O7	Failure to recruit and retain an appropriately skilled and effective workforce	Organisational/ Reputational	Theme 1 & 4 - Inspirational Learning & Teaching & Employer of Choice	Assistant Principal HR	3	5	15	i) Recruitment and retention of staff for a few skills areas remains challenging and College continues to use a range of approaches as appropriate. ii) Maintain open channels of communication with trade unions, college managers and their staff, and effective attendance management process in place. iii) All new staff have an induction process and annual training programme undertaken. iv) Cover arranged as required for absence of key staff members. v) Appropriate CPD provided for staff to meet identified skills gaps vi) Managers work with their staff to consider any enhancements to skillsets and access to training e.g. webinars. General risk across staff in new levels of home working. vi) Need to manage to retain appropriate staff through challenge of restructures	2	4	8	O6	Medium	8	No change

GLASGOW CLYDE COLLEGE - STRATEGIC RISK REGISTER INCL. COVID 19 IMPACTS							Key of abbreviations: SFC = Scottish Funding Council, GCRB = Glasgow Colleges Regional Board, GCG = Glasgow Colleges Group, SDS = Skills Development Scotland, ESF = European Social Fund, JISC = Joint Information Steering Committee		as at 19th October 2020						
Score Before Mitigating Actions							Score After Mitigating Actions								
Risk Ref	New Risk Description	Risk Category	Link to Strategic Plan Themes	Risk Owner	Probability	Impact	Risk Score	Mitigating Actions	Probability	Impact	Risk Score	Risk Ranking after mitigating actions	Risk Timing - Short / Medium / Long Term	Risk Score at last report to the Board	Risk Increasing/ Decreasing/ No Change
Governance Risks															
G1	Failure to meet all legislative and regulatory requirements and/or recommended guidance	Governance/ Reputational/ COVID 19 Impacts	Theme 2, 4 & 5 - Partner of choice, Employer of Choice, & Financial Resilience through Operational Excellence	Principal/ Clerk to the Board		4	5	20 i) Work within roles, responsibilities and legal implications of Legislation and associated related guidance. ii) Liaison with and maintaining ongoing dialogue with relevant bodies e.g. SFC, GCRB and Scottish Government. College ensure full knowledge and implementation of legislative, regulatory and guidance requirements including requirements of Financial Memorandum with GCRB. iii) Close involvement in ongoing discussions on COVID 19 implications with SFC and representative forums to contribute towards sector input to seek support for current and future resultant challenges iv) Individual managers required to keep up to date with legislation relating to their areas and implement appropriate controls v) Ensure Board have appropriate training on key guidance and legislation and take proactive role of Board in ensuring meet all requirements. vi) Modern Slavery statement in place vii) Quality audit process in place and new DELTA project delivering greater levels of Blended learning with staff viii) Seek legal advice as required. ix) Data Protection Officer in place to advise on General Data Protection Regulation/ Data Protection matters.	3	4	12	G1	Medium	16	Decreased
G2	Failure to comply with Health and Safety and Safeguarding requirements	Organisational/ COVID Impacts	Theme 1 & 5 - Inspirational Learning & Teaching & Financial Resilience through Operational Excellence	Assistant Principal HR		3	5	15 i) Glasgow Clyde College Health and Safety and Safeguarding Committee and Campus Forums meet regularly to monitor health and safety arrangements and any issues are raised. ii) Safeguarding officers and safeguarding forum on each campus iii) Project Board and working groups ongoing Significant challenge for post COVID and what-operating arrangements will be in place. iv) Health and Safety Officers working across the three campuses and ensure annual cycle of health and safety audits are completed v) Regular reporting on Health and Safety to Organisational Development Committee as part of their remit requirements vi) Full review of Health and Safety Policy and Procedures being undertaken	3	4	12	G2	Short	12	No change
G3	Failure to recruit, train and retain an appropriately experienced Board of Management	Governance	Theme 1, 2, 3, 4 & 5 - Inspirational Learning & Teaching, Partner of Choice, Unrivalled Student Experience, Employer of Choice, & Financial Resilience through Operational Excellence	Clerk to the Board		3	4	12 i) Continue to maintain membership of Board of Management at suitable level with the correct level and mix of skills. Nominations committee now established - Succession planning taking place with the Nominations Committee considering future vacancies well in advance. ii) Annual self assessment for Board members and training provided as required. iii) Board effectiveness review completed and being updated iv) Induction provided for all new Board members. v) Ensure Board undertake an ongoing programme of training to meet CPD needs. vi) Board member handbook in place and an annual review/update to be undertaken.	2	3	6	G3	Medium	6	No change

NOMINATIONS COMMITTEE MEETING

Date of Meeting	4 November 2020
Paper Title	Governance Review
Agenda Item	20.15
Paper Number	20.15, 20.15A, 20.15B
Responsible Officer	Christine McConnell
Status	Disclosable
Action	Recommend

1 REPORT PURPOSE

The Purpose of this report is to ask the Committee to review the College's Scheme of Delegation and Standing Orders to ensure that they remain fit for purpose.

2. RECOMMENDATION

The Committee review the Scheme of Delegation and Standing Orders and make recommendations for change to the Board.

3. BACKGROUND

3.1 As a matter of good governance, the Board should carry out a regular review of the Scheme of Delegation and Standing Orders which form part of the Board's Articles of Governance.

3.2 The current Scheme of Delegation and Standing Orders are attached at Appendix 1 and Appendix 2 respectively.

3.3 No issues have been identified with the current wording of either document.

3.4 The Committee is asked to review both and make any recommendations for change to the Board.

4. RISK ANALYSIS

There are no risks associated with this Review.

5. LEGAL IMPLICATIONS/ FINANCIAL IMPLICATIONS/ REGIONAL OUTCOME AGREEMENT IMPLICATIONS

None

6. HAS AN EQUALITY IMPACT ASSESSMENT BEEN CARRIED OUT
N/A

NOMINATIONS COMMITTEE MEETING

Date of Meeting	4 November 2020
Paper Title	Board Development Plan
Agenda Item	20.16
Paper Number	20.16
Responsible Officer	Christine McConnell
Status	Disclosable
Action	Recommend

1 REPORT PURPOSE

The Purpose of this report is to ask the Committee to consider the content of a Board Development Plan for the Session 20/21

2. RECOMMENDATION

The Committee review the draft plan attached at Appendix 1 and make recommendations to the Board at its meeting on 9th December 2020.

3. BACKGROUND

3.1 At its away day on 25 October 2019, the Board produced a Board Development Plan. The Board noted progress on the implementation of the plan at its meeting on 18th March as shown in Appendix 1.

A further review was scheduled for October 2020. As can be seen from the table in Appendix 1, most of the actions have been completed and/or adopted as business as usual.

At its meeting on 28 October, the Board asked the Nominations Committee to provide a steer on the content of a Development Plan to take the Board through the 20/21 Session.

It is suggested therefore that the Board may wish to focus on the following areas for the 20/21 session: -

(1) Membership

- Ensuring that new members are appointed with appropriate skills and experience to complement the existing Board members;
- Ensuring that new members are given sufficient induction to allow them to quickly contribute to the effectiveness of the Board

(2) Communications:

- Ensure that the Board is confident that it is kept apprised of developments both in the College and the wider environment which could impact on the strategic direction of the Board or the College's financial standing.
- Ensure that the Board is kept aware of the culture/ morale within both the teaching and support staff within the College in light of challenging teaching environment due to the Covid-19 pandemic.

(3) Monitoring

Ensuring that the College's strategic plan remains relevant and that there is a clear programme of reporting against agreed KPIs.

The Committee is asked to provide a steer for the Board in light of the above suggestions.

4. RISK ANALYSIS

There are no risks associated with this report

5. LEGAL IMPLICATIONS/ FINANCIAL IMPLICATIONS/ REGIONAL OUTCOME AGREEMENT IMPLICATIONS

None

6. HAS AN EQUALITY IMPACT ASSESSMENT BEEN CARRIED OUT

N/A

APPENDIX 1

Action Number	Action Area	Description	Owner	Date	Comments
	Skills and Experience	The Board relies heavily on the considerable experience of its Committee Chairs.			
1		A succession plan will be developed with a view to ensuring strong future leadership.	Nominations Committee	June 2020	Nominations Committee discussed at its meeting on 20 th February 2020. The Committee suggested a recruitment initiative and a phased tenure of Committee Chairs be introduced to facilitate a smooth succession.
	Induction	New Board members and a new Clerk will be recruited in 2019/20.			
2		An effective induction programme will be prepared for all new appointees.	Chair/ Principal	November 2019	Board Induction day in 2019 was attended by new Clerk and 4 new Board Members. This exercise will be repeated in future years when new members are appointed.
	Board Meetings	Board meetings need to focus more strongly on the important items, so as to use time more efficiently. To address this:			

3		Agendas will be organised in future so that the most significant issues appear at the top of the agenda,	Chair/ Clerk	December 2019	Clerk and Chair review agenda in advance of each meeting to ensure sufficient time and focus is given to more important issues.
4		All papers will be paginated and more effective use will be made of cover papers to highlight important matters and matters requiring a Board decision	Senior Leadership Team / Clerk	December 2019	Clerk now ensures papers are paginated; Senior Leadership Team have been reminded of need to ensure cover paper are focussed on decisions for Board
5		When Committee minutes are reported to the Board, they will have a cover paper which identifies items of importance for the Board	Clerk / Committee Chairs	December 2019	Minutes for Board have cover papers as a matter of routine
6		Oral Introductions to Board papers will be brief and focused on the key points.	SLT / Chair	December 2019	Chair will remind SLT of this at all meetings
	Board Business	In the course of the year, the Board will prioritise its time so as to give sufficient weight to			

		issues of strategic importance. These will include:-			
7 (i)		Addressing financial sustainability	Chair/Clerk	June 2020	Ongoing monitoring of financial position with fortnightly chairs' meetings as required between meetings.
(ii)		Establishing a suite of high level KPIs that will accompany the new strategic plan and will assist the Board in monitoring the College's performance	Chair/Clerk	June 2020	Board input has been given to KPIs in strategic plan
8		An effective Schedule of business will be prepared to help manage the Board's time across the business year.	Clerk	March 2020	Complete
	Committees				
9		The Board will review the Terms of Reference of each of its Committees	Clerk	June 2020	Complete
	Communications				
10		The Board webpages will be updated	Clerk	March 2020	Minutes have been added to website, new Board members and Register of Interests added. Work is ongoing to ensure is up to date.



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NOMINATIONS COMMITTEE MEETING

Date of Meeting	4 November 2020
Paper Title	Board Handbook
Agenda Item	20.17
Paper Number	20.17, 20.17A
Responsible Officer	Christine McConnell
Status	Disclosable
Action	Recommend

1 REPORT PURPOSE

The Purpose of this report is to ask the Committee to consider the content of a Board Handbook for the Session 20/21

2. RECOMMENDATION

The Committee review the draft handbook at Appendix 1 and make recommendations to the Board at its meeting on 9th December 2020.

3. BACKGROUND

3.1 In accordance with recommended practice, the Board produces a handbook to be used by Board members as a source of reference during their time as a Board member.

To reflect the Board's desire to ensure the handbook is user friendly and up to date, a revised handbook has been prepared and is attached as Appendix 1.

The revised handbook contains a number of links to governance documents which are available on line and sets out the key documents of which Board members should be aware.

The Committee is asked to review the updated electronic handbook and recommend approval to the Board.

4. RISK ANALYSIS

There are no risks associated with this report

5. LEGAL IMPLICATIONS/ FINANCIAL IMPLICATIONS/ REGIONAL OUTCOME AGREEMENT IMPLICATIONS

None

6. HAS AN EQUALITY IMPACT ASSESSMENT BEEN CARRIED OUT

N/A



**BOARD OF MANAGEMENT
HANDBOOK 2020**

Revised September 2020

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INTRODUCTION and WELCOME

Welcome to Glasgow Clyde College.

This Handbook is designed to provide Board Members with information on the governance responsibilities which attach to the role of a Board Member.

It also provides information on the structure and management of Glasgow Clyde College to assist you in performing your role.

The role of a Board Member is an important one which affects the wellbeing of students and staff. The decisions made by you, as a Board Member, impact upon the financial stability and the future strategic direction of the College.

On joining the Board, the Clerk, Christine McConnell will ask you to complete a Declaration of Interests and to confirm that you have read the Code of Conduct which forms part of this Handbook. Christine is a useful point of contact for any questions you have in relation to the role.

I would like to take this opportunity to thank you for giving of your time and energy to help steer Clyde College towards continued success.

David Newall

Chair of the Board of Management

SECTION 1

OVERVIEW

LEGAL FRAMEWORK

As you might expect, there is a formal legal framework which governs the work of the College. The principal legislation is found in the following Acts of the Scottish Parliament: -

Further and Higher Education (Scotland) Act 1992;

Further and Higher Education (Scotland) Act 2005; and

Post-16 Education (Scotland) Act 2013.

GLASGOW COLLEGES' REGIONAL BOARD

Glasgow Clyde College is defined as an "Assigned College" within that legal framework. This means that Glasgow Clyde College is "assigned" to Glasgow Colleges' Regional Board (GCRB) alongside City of Glasgow College and Kelvin College.

The Glasgow Colleges' Regional Board is responsible for securing the coherent provision of high quality fundable higher and further education in Glasgow's colleges. It is also responsible for the:

- strategic planning of college provision across the Glasgow region;
- monitoring of performance; and
- allocation of funding to colleges within the Glasgow region.

More information on the role of the GCRB can be found on its [website](#).

SECTION 2

GOVERNANCE

CODE OF GOOD GOVERNANCE FOR SCOTLAND'S COLLEGES

All Board Members must demonstrate compliance with the highest standards of governance and propriety. As a College which receives funding from the Scottish Funding Council through the GCRB, the College must comply with the Code of Good Governance for Scotland's Colleges.

CODE OF CONDUCT FOR THE MEMBERS OF THE BOARD OF MANAGEMENT OF GLASGOW CLYDE COLLEGE

Glasgow Clyde College has developed its own Code of Conduct for its Board Members. Each Board Member must make sure that he/she is familiar with, and that they comply with, the provisions of this Code which can be found in Appendix 1 to this Handbook.

Board Members must confirm to the Clerk to the Board that they have read and will comply with the Code.

ARTICLES OF GOVERNANCE

The Board of Management is established as a body corporate under the Further and Higher Education (Scotland) Act 1992.

As such, the Board's duties, powers and other essentials of its operation are contained in formal Articles of Governance which are published on the College's website.

The Articles of Governance contain the Board's Standing Orders and Scheme of Delegation at Appendices 3 and 4 respectively.

FINANCIAL MEMORANDUM

The Board is responsible for ensuring the College complies with the terms of a Financial Memorandum (FM) which sets out the formal relationship between GCRB and the College. The FM details the requirements the College must meet in return for payment of grant by GCRB. It is important therefore that Board Members are familiar with the terms of this document. The FM can be found here

COLLEGE DEVELOPMENT NETWORK

Board Members should also familiarise themselves with the support and guidance available from the College Development Network (CDN).

CDN has produced a guide for Board Members in the College Sector which forms essential reading for new, and continuing, Board Members. The guide can be found at: -

[https://www.cdn.ac.uk/wp-content/uploads/2015/12/College Board Member Guide Jun15.pdf](https://www.cdn.ac.uk/wp-content/uploads/2015/12/College_Board_Member_Guide_Jun15.pdf)

CDN also organises a number of training and information events for new and experienced Board Members.

Delivery of CDN events is under review to reflect the restrictions and limitations arising out of the Covid -19 Pandemic and members are encouraged to visit the CDN site from time to time to explore the opportunities available.

SECTION 3

THE BOARD OF MANAGEMENT

PART ONE MEMBERSHIP

Members of the Board as at 1 September 2020 are: -

- David Newall, Chair of the Board of Management and Chair of Finance and Resources Committee
- Jon Vincent, College Principal
- Sandra Heidinger, Senior Independent Member, Chair of Organisational Development Committee
- David Watt, Chair of Audit Committee
- Gordon McGuinness, Chair of Learning and Development Committee
- Mary Docherty
- Fiona Godsman,
- Runa McNamara
- Alan O'Donnell
- Michael Payne
- Keith Rosser
- Sissa Rasmussen, Student President
- Kacper Kacica, Student Vice President
- Stephen Henson, teaching staff representative
- Clare Walker, non-teaching staff representative.

There are vacancies to be filled for two additional non-executive Board Members.

PART TWO BOARD STRUCTURE

To facilitate effective governance, the work of the Board is divided amongst several Committees.

The Board delegates functions to each Committee by means of a formal Remit. The Committees' Remits are contained in Appendix 2. If you are asked to join a Committee, please ensure you are familiar with the relevant Remit but it will also be helpful to be aware of the remit of all the Board's Committees.

GLASGOW CLYDE COLLEGE GOVERNANCE STRUCTURE 2020

GLASGOW CLYDE COLLEGE BOARD OF MANAGEMENT

Audit Committee (5 Members)	Finance & Resources Committee (6 Members)	Learning & Teaching Committee (6 Members)	Nominations Committee (5 Members)	Organisational Development Committee (6 Members)	Remuneration Committee (5 Members)
<p>David Watt (Chair)</p> <p>Keith Rosser</p> <p>Michael Payne</p> <p>Clare Walker</p> <p>Kacper Kacica</p> <p>Advisors in Attendance</p> <p>Principal</p> <p>VP - Resources and College Development</p> <p>AP - Finance & Infrastructure</p>	<p>David Newall (Chair)</p> <p>Principal</p> <p>Stephen Henson</p> <p>Sissa Rasmussen</p> <p>Vacancy x2</p> <p>Advisors in Attendance</p> <p>VP - Resources and College Development</p> <p>AP - Finance & Infrastructure</p>	<p>Gordon McGuinness (Chair)</p> <p>Fiona Godsman</p> <p>Principal</p> <p>Sissa Rasmussen</p> <p>Stephen Henson</p> <p>Runa McNamara</p> <p>Alan O'Donnell</p> <p>Advisors in Attendance</p> <p>VP - Curriculum and External Relations</p> <p>AP -Quality and Performance</p>	<p>David Newall (Chair)</p> <p>Fiona Godsman</p> <p>Keith Rosser</p> <p>Clare Walker</p> <p>Alan O'Donnell</p> <p>Advisors in Attendance</p> <p>AP Human Resources</p> <p>Clerk to the Board</p>	<p>Sandra Heidinger(Chair)</p> <p>Principal</p> <p>Mary Docherty</p> <p>Clare Walker</p> <p>Kacper Kacica</p> <p>Gordon McGuinness</p> <p>Advisors in Attendance</p> <p>VP – Resources & College Development</p> <p>AP Human Resources</p> <p>Head of HR</p>	<p>Sandra Heidinger (Chair)</p> <p>D Newall</p> <p>G McGuinness</p> <p>D Watt</p> <p>Vacancy</p> <p>Advisors in Attendance</p> <p>Principal</p> <p>AP Human Resources</p> <p>Head of HR</p>

SECTION 4

ABOUT GLASGOW CLYDE COLLEGE

The best source of information on current activities at the College is, of course, the College's own website : www.glasgowclyde.ac.uk

The College also has Facebook, Instagram and Twitter accounts.

The Principal, Jon Vincent, sits on the Board and he is supported by the Senior Management Team led by Brian Hughes, Vice Principal, Curriculum and External Relations and Janet Thomson, Vice Principal, Resources and College Development.

From time to time, members of the team attend Board and Committee meetings to present papers and to answer any questions which Board Members may have.



CODE OF CONDUCT

FOR THE

MEMBERS OF THE BOARD OF MANAGEMENT OF

GLASGOW CLYDE COLLEGE

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CODE OF CONDUCT

For the

MEMBERS OF THE BOARD OF MANAGEMENT OF GLASGOW CLYDE COLLEGE

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

- 1.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties for the public body. You, as a member of the Board of Management of Glasgow Clyde College, must meet those expectations by ensuring that your conduct is above reproach.
- 1.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000 provides for new Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland to oversee the new framework and deal with alleged breaches of the codes.
- 1.3 As a member of the Board of Management, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct.

Guidance on the Code of Conduct

- 1.4 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these. You must review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to this Code of Conduct.
- 1.5 This Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission for Scotland may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the Board of Management. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

Enforcement

- 1.6 Part 2 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 sets out the provisions for dealing with alleged breaches of this Code of Conduct and the sanctions that shall be applied if the Standards Commission for Scotland finds that there has been a breach of this Code. Those sanctions are outlined in Annex A. Special provisions apply to employee and ex officio members of devolved public bodies, such as the Principal of the College.

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

- 2.1 The general principles upon which this Code of Conduct are based are the Nolan Committee's Seven Principles of Public Life plus the additional principles of public service & respect.

Public Service

You have a duty to act in the interests of the Board of Management and in accordance with the core tasks of the Board of Management.

Selflessness

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties as a member of the Board of Management.

Objectivity

You must make decisions solely on merit when carrying out public business.

Accountability and Stewardship

You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the Board of Management uses its resources prudently and in accordance with the law.

Openness

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

Honesty

You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You have a duty to promote and support these principles by leadership and example, to maintain and strengthen the public's trust and confidence in the integrity of the Board of Management and its members in conducting public business.

Respect

You must respect fellow members of the Board of Management and employees of the Board of Management and the role they play, treating them with courtesy at all times.

- 2.2 You should apply the principles of this Code to your dealings with fellow members of the Board of Management and its employees.

SECTION 3: GENERAL CONDUCT

Relationship with Employees of the Board of Management

- 3.1 You will treat any staff employed by the Board of Management with courtesy and respect. It is expected that employees will show you the same consideration in return.

Allowances

- 3.2 You must comply with any rules of the Board of Management regarding remuneration, allowances and expenses.

Gifts and Hospitality

- 3.3 You must never canvass or seek gifts or hospitality.
- 3.4 You are responsible for your decisions connected with the offer or acceptance of gifts or hospitality and for avoiding the risk of damage to public confidence in the Board of Management. As a general guide, it is usually appropriate to refuse offers except:-
- (a) isolated gifts of a trivial character or inexpensive seasonal gifts such as a calendar or diary, or other simple items of office equipment of modest value;
 - (b) normal hospitality associated with your duties and which would reasonably be regarded as inappropriate to refuse; or
 - (c) gifts received on behalf of the Board of Management.
- 3.5 You must not accept any offer by way of gift or hospitality, which a member of the public might reasonably think, could influence you in the performance of your duties as a member of the Board of Management to show favour, or disadvantage, to any individual or organisation. You should also consider whether a member of the public might reasonably think that you could be influenced in the performance of your duties as a member of the Board of Management by any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner. The term "gift" includes benefits such as relief from indebtedness, loan concessions, or provision of services at a cost below that generally charged to members of the public. You must not accept repeated hospitality from the same source.
- 3.6 You must record details of all gifts and hospitality received with the Secretary to the Board of Management. The Board of Management must make available that record for public inspection.
- 3.7 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision the Board of Management may be involved in determining, or who is seeking to do business with the Board of Management, and which a member of the public might reasonably think could influence you in the performance of your duties as a member of the Board of Management. If you are making a visit to inspect equipment, vehicles, land or property on behalf of the

Board of Management, then as a general rule you should ensure that the Board of Management pays for the costs of these visits.

Confidentiality Requirements

- 3.8 There may be times when you will be required to treat discussions, documents or other information relating to the work of the Board of Management in a confidential manner. You will often receive information of a private nature which is not yet public, or which is not intended to be public. There are provisions in legislation on the categories of confidential and exempt information and you must always respect and comply with the requirement to keep such information private.
- 3.9 It is unacceptable to disclose any information to which you have privileged access, for example derived from confidential documents, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purpose of personal or financial gain, or used in such a way as to bring the Board of Management into disrepute.

Use of Public Body Facilities

- 3.10 Members of the Board of Management must not misuse facilities, equipment, stationery, telephony and services, or use them for party political or campaigning activities. Use of such equipment and services, etc must be in accordance with the Board of Management's policy and rules on their usage.

Appointment to Partner Organisations

- 3.11 You may be appointed, or nominated by your Board of Management, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.
- 3.12 Members, who become directors of companies, as nominees of the Board of Management will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the Board of Management. It is your responsibility to take advice on your responsibilities to the Board of Management and to the company. This will include questions of declarations of interest.

SECTION 4: REGISTRATION OF INTERESTS

Introduction

- 4.1 The following paragraphs of this Code set out the kinds of interests, financial and otherwise that you must register. These are called “Registerable Interests”. You must at all times ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the Board of Management’s register.
- 4.2 This Code sets out the categories of interests which you must register. Annex B contains key definitions to help you decide what is required when registering your interests under any particular category. These categories are listed below with explanatory notes designed to help you decide what is required when registering your interests under any particular category.

Category One: Remuneration

- 4.3 You have a registerable interest where you receive remuneration by virtue of being:
- employed;
 - self-employed;
 - the holder of an office;
 - a director of an undertaking;
 - a partner in a firm; or
 - undertaking a trade, profession or vocation or any other work.
- 4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a Member does not have to be registered.
- 4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, ‘Related Undertakings’.
- 4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.
- 4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.
- 4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.

- 4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication and the frequency of articles for which you are paid.
- 4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.
- 4.11 Registration of a pension is not required as this falls outside the scope of the category.

Category Two: Related Undertakings

- 4.12 You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.
- 4.13 You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.
- 4.14 The situations to which the above paragraphs apply are as follows:
- you are a director of a board of an undertaking and received remuneration – declared under category one – and
 - you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

Category Three: Contracts

- 4.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares where the nominal value of these shares is (a) greater than 1% of the issued share capital of the undertaking, or (b) greater than £25,000) have made a contract with the Board of Management:
- (i) under which goods or services are to be provided, or works are to be executed; and
 - (ii) which has not been fully discharged.
- 4.16 You must register a description of the contract, including its duration, but excluding the value or consideration of the contract.

Category Four: Houses, Land and Buildings

- 4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the Board of Management.
- 4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the Board of Management and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Standards Commission for Scotland.

Category Five: Shares and Securities

- 4.19 You have a registerable interest where you have an interest in shares which constitutes a holding in a company or organisation which may be significant to, of relevance to, or bear upon, the work and operation of the Board of Management. You are not required to register the value of such interests.
- 4.20 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in shares and securities could potentially affect your responsibilities to the Board of Management and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Standards Commission for Scotland.

Category Six: Non-financial Interests

- 4.21 You have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the Board of Management. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.
- 4.22 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any non-financial interest could potentially affect your responsibilities to the Board of Management and to the public, or could influence you actions, speeches or decision-making. If in doubt, you may consult with the Standards Commission for Scotland.

SECTION 5: DECLARATION OF INTERESTS

Introduction

- 5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in the proceedings of the Board of Management. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence your actions.
- 5.2 Public Bodies invariably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the Board of Management and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.
- 5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must keep in mind that the test is whether a member of the public, acting reasonably, might think that a particular interest could influence you.
- 5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. You may also seek advice from the Standards Commission for Scotland.

Interests Which Require Declaration

- 5.5 Interests which require to be declared may be financial or non-financial. They may or may not be interests which are registerable under Section 4 of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration.

Financial Interests

- 5.6 Any financial interest which is registerable must be declared.

Shares and Securities

- 5.7 You may have to declare interests in shares and securities, over and above those registerable under category five of section 4 of this Code. You may, for example, in the course of employment or self-employment, be engaged in providing professional advice to a person whose interests are a component of the matter to be dealt with by the Board of Management.

- 5.8 You have a declarable interest where an interest becomes of direct relevance to a matter before the Board of Management and you have shares comprised in the share capital of a company or other body and the nominal value of the shares is:
- (i) greater than 1% of the issued share capital of the company or other body; or
 - (ii) greater than £25,000.
- 5.9 You are required to declare the name of the company only, not the size or nature of the holding.

Houses, Land and Buildings

- 5.10 Any interest in houses, land and buildings which is registerable under category four of Section 4 of this Code must be declared, as well as any similar interests which arise as a result of specific discussions or operations of the Board of Management.

Non-Financial Interests

- 5.11 If you have a registered non-financial interest under category six of Section 4 of this Code you have recognised that it is significant. There is therefore a very strong presumption that this interest will be declared where there is any link between a matter which requires your attention as a member of the Board of Management and the registered interest. Non-financial interests include membership or holding office in other public bodies, clubs, societies, trade unions and organisations including voluntary organisations. They become declarable if and when members of the public might reasonably think they could influence your actions, speeches or votes in the decisions of the Board of Management.
- 5.12 You may serve on other bodies as a result of express nomination or appointment by the Board of Management or otherwise by virtue of being a member of the Board of Management. You must always remember that public interest points towards transparency particularly where there is a possible divergence of interest between different public authorities.
- 5.13 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of the Board of Management. In the context of any particular matter you will have to decide whether to declare a non-financial interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is irrelevant or without significance. In reaching a view you should consider whether the interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is in the interest of a person who is a member as opposed to the interest of an ordinary member of the public.

Interests of Other Persons

- 5.14 The Code requires only your interests to be registered. You may, however, have to consider whether you should declare an interest in regard to the financial interests of your spouse or cohabitee which are known to you. You may have to give similar consideration to any known non-financial interest of a spouse or cohabitee. You have to ask yourself whether a member of the public acting reasonably would regard these interests as effectively the same as your interest in the sense of a potential effect on your responsibilities as a member of the Board of Management.
- 5.15 The interests known to you, both financial and non-financial, of relatives and close friends may have to be declared. This Code does not attempt the task of defining 'relative' or 'friend'. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the Board of Management.

Making a Declaration

- 5.16 You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.
- 5.17 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words 'I declare an interest'. The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Effect of Declaration

- 5.18 Declaring a financial interest has the effect of prohibiting any participation in discussion and voting. A declaration of a non-financial interest involves a further exercise of judgement on your part. You must consider the relationship between the interests which have been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter.
- 5.19 In the final analysis the conclusive test is whether, in the particular circumstances of the item of business, and knowing all the relevant facts, a member of the public acting reasonably would consider that you might be influenced by the interest in your role as a member of the Board of Management and that it would therefore be wrong to take part in any discussion or decision-making. If you, in conscience, believe that your continued presence would not fall foul of this objective test, then declaring an interest will not preclude your involvement in discussion or voting. If you are not confident about the application of this objective yardstick, you must play no part in discussion and must leave the meeting room until discussion of the particular item is concluded.

Dispensations

- 5.20 In very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before the Board of Management and its committees. Applications for dispensations will be

considered by the Standards Commission and should be made as soon as possible to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

5.21 SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

- 6.1 In order for the Board of Management to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interested groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the Board of Management conducts its business.
- 6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to you rather than to the Board of Management as a whole. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of Boards of Management, those they represent and interest groups.

Rules and Guidance

- 6.3 You must not, in relation to contact with any person or organisation who lobbies, do anything which contravenes this Code of Conduct or any other relevant rule of the Board of Management or any statutory provision.
- 6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the Board of Management.
- 6.5 The public must be assured that no person or organisation will gain better access to, or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of client be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the Board of Management.
- 6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation who is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.

6.7 You should not accept any paid work

- (a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
- (b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the Board of Management and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the Board of Management, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the Board of Management.

I herewith confirm that I have read the Glasgow Clyde College Code of Conduct and will comply with the provisions of this Code.

Signature: **Date:**

Name

ANNEX A: SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

The Standards Commission may take the following action:-

- (a) *Censure* – the Commission may reprimand the member but otherwise take no action against them;
- (b) *suspension* – of the member for a maximum period of one year from attending one or more, but not all, of the following:
 - (i) all meetings of the Board of Management;
 - (ii) all meetings of one or more committees or sub-committees of the Board of Management;
 - (iii) all meetings of any other public body on which that member is a representative or nominee of the Board of Management.
- (c) *suspension* – for a period not exceeding one year, of the member’s entitlement to attend all of the meetings referred to in (b) above.
- (d) *disqualification* – removing the member from membership of the Board of Management for a period of no more than 5 years.

Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of the Board of Management be reduced, or not paid.

Where the Standards Commission disqualifies a member of the Board of Management, it may go on to impose the following further sanctions:

Where the member of the Board of Management is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from their public body and terminating being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.

The Standards Commission may direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members’ code applicable to that body is then in force) and may disqualify that person from office.

Full details of the sanctions are set out in Section 19 of the Act. Special provisions apply to employee and ex officio members of devolved public bodies.

ANNEX B: DEFINITIONS

1. **“Remuneration”** includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.
2. **“Undertaking”** means:
 - a) a body corporate or partnership; or
 - b) an unincorporated association carrying on a trade or business, with or without a view to a profit.
3. **“Related Undertaking”** is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.
4. **“Parent Undertaking”** is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the voting rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking’s memorandum or articles or (ii) by virtue of a control contract; or (d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the voting rights in the undertaking.
5. **“Group of companies”** has the same meaning as “group” in section 262 (1) of the Companies Act 1985. A “group”, within section 262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.
6. **“Public body”** means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc (Scotland) Act 2000.
7. **“A person”** means a single individual or legal person and includes a group of companies.
8. **“Any person”** includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.
9. **“Spouse”** does not include a former spouse or a spouse who is living separately and apart from you.
10. **“Cohabitee”** includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of a husband or wife.
11. **“Board of Management”** means the Board of Management of Glasgow Clyde College being a body corporate established as a board of management of a college of further education under the Further and Higher Education (Scotland) Act 1992.

ANNEX C: COMPANIES ACT 2006 – DIRECTORS’ DUTIES

Background

On 8 November 2006 the Companies Act 2006, the biggest reform of UK company law for 150 years, received Royal Assent and became law. The Act contains revised measures of a wide range of issues, including:

- Financial and Non-Financial reporting.
- Company communications and shareholders.
- Duties of company directors.

For the first time, the principal duties owed by directors to their company have been set out in statute. The Government believes that codification of directors’ duties will make the law in these areas more consistent, certain and accessible. The scope of who is included as a director has also widened to include “any person occupying the position of director, by whatever name called”, and therefore includes:

- An executive director properly appointed by the company.
- A non-executive director properly appointed by the company.
- A de facto director (a person who has assumed the status and functions of a company director even though he has not been properly appointed).
- A Company Secretary.

The Act codifies directors’ duties including the long-established fiduciary duties as well as the common law duty of care and skill into a statutory statement of seven general duties:

1. Duty to act within their powers.
2. Duty to promote the success of the company.
3. Duty to exercise independent judgement.
4. Duty to exercise reasonable care, skill and diligence.
5. Duty to avoid conflicts of interest.
6. Duty not to accept benefits from third parties.
7. Duty to declare interest in proposed transaction or arrangement with the company.

Four of these duties have already been implemented; the other three will come into force later this year.

Implemented October 2007

1. Duty to act within their powers

This codifies the common law rules that directors should exercise their powers under the terms that were granted for a proper purpose. A director's powers are normally derived from the company's constitution, i.e. its memorandum and articles of association.

2. Duty to promote the success of the company

This is a new duty developed from the duty of good faith to act in the company's best interest.

The Act imposes a duty to act in the way a director considers, in good faith, would be most likely to promote the "success of the company for the benefit of the company members as a whole". The director is required to have regard to, amongst other things, the long term consequence of decisions, the interests of the employees, the relationships with suppliers and customers, the impact of the decision on community and environment, the desirability of maintaining a reputation for high standards of business conduct and the need to act fairly as between members of the company.

This duty therefore introduces wider corporate social responsibility into a director's decision making process and evidence of the considerations of these points should be provided in supporting papers or minutes of meetings.

*'Success' is not defined in the Act. The DTI's guidance to the Bill suggests that a success in relation to a commercial company is considered to be its "long-term increases in value".

3. Duty to exercise independent Judgement

There is a positive duty on a director of a company to exercise independent judgement.

A director must first exercise a judgement and secondly he must exercise the judgement independently. Prima Facie, this rule would impinge on so-called 'sleeping directors' who play no active role in the management and leave decisions to others. By analogy, this would impact on 'shadow directors'.

If a director is to exercise independent judgement, then there will be no scope for shadow directors. However, a director will not be in breach of this duty if he exercises his own judgement in deciding whether to follow someone else's judgement on a matter or where he relies on the judgement of others in areas where he is not an expert.

In addition, this duty is not infringed upon if a director acts in accordance with an agreement that was duly entered into by the company.

Duty to exercise reasonable care, skill and diligence

This duty codifies the common law rule of the duty of care and skill and adopts the same dual test imposed under the Insolvency Act for judging whether directors are liable for wrongful trading:

- a) The director's performance is assessed against what a reasonably diligent and experienced person in the same role might reasonably be expected to do in the same circumstances. So, for example, a Sales Director would not be expected to have the general skills of a Finance Director and vice versa, but no director can fall below the objective standard for his role. Therefore, a director is measured against the standard of a reasonable person occupying their position.
- b) The general knowledge, skills and experience that the director actually has, if that is greater than the objective standard. Therefore, a director who has more experience, knowledge and skill will have a higher threshold in discharging this duty.

4. Duty to avoid conflicts of interest

Note that this duty applies to a transaction between a director and a third party, such as the exploration of any property, information or opportunity. In other words, the duty does not extend to a transaction between a director and his own company, in respect of which, a different rule applies which requires a director to declare his interest to the other directors.

The Act makes it easier for directors to enter into transactions with third parties when directors' interests conflict with company's interests. Such transactions can now be authorised by the non-conflicted directors on the board provided that certain criteria are met.

5. Duty not to accept benefits from third parties

This reinstates the existing rule not to make a secret profit. A director is not permitted to accept a benefit from a third party by reason of (a) his being a director or (b) his doing or not doing anything as a director.

Benefits cover both monetary and non monetary including for example, non executive directorships and corporate entertainment. However, a director will not be in breach of this duty if the acceptance of such a benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

Duty to declare interest in proposed transaction or arrangement with the company

This requires a director to disclose his interest, the nature and the extent of the interest to the board of the company when a transaction is proposed between a director and the company. Disclosure also extends to a person connected with the director, for example, his wife and children.

The requirement for disclosure is dispensed in circumstances where the interest cannot reasonably be regarded as likely to give rise to a conflict in interest or if other directors are already aware or 'ought reasonably to be aware' of the director's interest.

Other Changes under the Companies Act 2006

- The new Act modernises and changed the rules by which members can bring actions in the name of the company, known as derivative actions, and this may make it easier for members to sue directors (may start to see increases in directors and officers insurance cover);
- For a private company, written resolutions can be passed (members meeting not required);
- Notice for general meetings reduced to 14 days; and
- No requirement for a private company to have a company secretary (may be done by a director or other authorised person).

- **ANNEX D: Register of Interests of Members of the Board of Management**

Notes of Guidance

- 1 The Board of Management has approved that a register of Board Members' Interests is maintained in accordance with the Code of Conduct for the Members of the Board of Management of Glasgow Clyde College. The Board also approved that the Secretary to the Board of Management shall act as the College's Standards Officer and shall maintain and hold the Register of Interests.
- 2 The Register enables members to disclose relevant business interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Board of Management's decision-making process. The Register is open to public inspection by anyone with a genuine requirement and will be made available at all reasonable hours and without charge.
- 3 The Code of Conduct for Members of the Board of Management of Glasgow Clyde College sets out the interests which must be registered by Board Members. A form (Annex E) is attached for this purpose. Annex E should be returned to the Secretary to the Board of Management.
- 4 Any changes to the information first registered must be given in writing to the Secretary to the Board of Management, in the prescribed format, within one month of the change arising. In addition, Board Members shall be reminded annually of the requirement to update entries.
- 5 The Code of Conduct requires only your interests to be registered. You may, however, have to consider whether you should declare an interest in regard to the financial interests of your spouse or cohabitee, relatives and close friends which are known to you. Further details can be found in paragraphs 5.14 and 5.15 of the Code of Conduct.
- 6 Records will be retained for five years after a Board Member demits office.

ANNEX E
GLASGOW CLYDE COLLEGE
REGISTER OF MEMBERS' INTERESTS

Notice given by undernoted Board of Management Member. I undertake to advise the Secretary to the Board of any changes within 5 days.

Name of Member: _____

Registerable Interest	Description of Interest	Entry (please state NONE where applicable)
The relevant section of the Code of Conduct for members of the Board of Management of Glasgow Clyde College is shown in parentheses		
Remuneration (Section 4.3 - 4.11)	A description of: a remuneration received by virtue of being: i employed or self-employed; ii the holder of an office; iii a director of an undertaking; iv a partner in a firm; and v involved in undertaking a trade, profession, vocation or any other work	

Registerable Interest	Description of Interest	Entry (please state NONE where applicable)
	<p>b any allowance received in relation to membership of any organisation;</p> <p>c the name, and registered name if different, and nature of any applicable employer, self-employment, business, undertaking or organisation;</p> <p>d the nature and regularity of the work that is remunerated; and</p> <p>e the name of the directorship and the nature of the applicable business.</p>	
<p>Gifts and hospitality (Section 3.3 – 3.7)</p>	<p>A description of gifts or hospitality received.</p>	
<p>Related undertakings (Section 4.12 – 4.14)</p>	<p>A description of a directorship that is not itself remunerated, but is of a company or undertaking which is a parent or subsidiary of a company or undertaking which pays remuneration.</p>	
<p>Contracts (Section 4.15 – 4.16)</p>	<p>A description of the nature and duration, but not the price of, of a contract which is not fully implemented where:</p>	

Registerable Interest	Description of Interest	Entry (please state NONE where applicable)
	<p>a goods and services are to be provided to, or works are to be executed for, the devolved public body; and</p> <p>b any responsible person has a direct interest, or an indirect interest as a partner, owner or shareholder, director or officer of a business or undertaking, in such goods and services.</p>	
<p>Houses, land and buildings (Section 4.17 - 4.18)</p>	<p>A description of any rights of ownership or other interests that may be significant to, of relevance to, or bear upon, the work or operation of the devolved public body.</p>	
<p>Shares and securities (Section 4.19 - 4.20)</p>	<p>A description, but not the value, of shares or securities in a company, undertaking or organisation that may be significant, of relevance to, or bear upon, the work or operation of the devolved public body.</p>	
<p>Non-financial interests (Section 4.21 – 4.22)</p>	<p>A description of such interests which may be significant to, of relevance to, or bear upon, the work or operation of the devolved public body, including without prejudice to that generality membership of or office in:</p>	

Registerable Interest	Description of Interest	Entry (please state NONE where applicable)
	a other public bodies; b clubs, societies and organisations; c trade unions; and d voluntary organisations.	
Election expenses	A description of, and statement of, any assistance towards election expenses relating to election to the devolved public body.	

Period to which register of interests declaration relates 1 August 2020-31July 2020

Signature:

Date:

APPENDIX 2 COMMITTEE REMITS

AUDIT COMMITTEE

REMIT OF COMMITTEE

These functions are delegated by the Board of Management to the Audit Committee

REMIT

The Committee shall satisfy itself as to the adequacy and effectiveness of the Glasgow Clyde college's internal financial and management systems, and advising the Board on the College's processes for risk, control and corporate governance.

INTERNAL CONTROL

Reviewing, and advising the Board of Management of the Internal Auditor and External Auditor's assessment of the effectiveness of the College's internal financial controls and internal control and risk management systems, including controls specifically to prevent or detect fraud or other irregularities as well as those for securing economy, efficiency and effectiveness and value for money.

Reviewing and advising the Board of Management on its compliance with corporate governance requirements including risk management practices and best practice guidance and compliance with the requirements of the Scottish Funding Council and the Financial Memorandum with the Glasgow Colleges Regional Board.

INTERNAL AUDIT

Advising the Board of Management on the selection, appointment or re-appointment and remuneration, or removal of the contracted out Internal Audit Service (IAS) provider.

Advising the Board of Management on the terms of reference for the IAS.

Reviewing the scope, efficiency and effectiveness of the work of internal audit, considering the adequacy of the resourcing of internal audit and advising the Board of Management on these matters.

Advising the Board of Management of the Audit committee's approval of the basis for and the results of the internal audit needs assessment.

Reviewing the IAS's monitoring of management action on the implementation of agreed recommendations reported in the internal audit reports and internal audit annual reports.

Considering salient issues arising from internal audit reports and management's responses and report to the Board on such matters.

Informing the Board of Management of the Audit Committee's approval of the internal audit service's annual report.

Ensuring establishment of appropriate performance measures and indicators to monitor the effectiveness of the IAS.

Securing and monitoring appropriate liaison and co-ordination between internal and external auditors.

Ensuring good communication between the Committee and the Lead of IAS.

Responding appropriately to notification of fraud or other improprieties received from the Lead of IAS or other persons. This will include use of the College Fraud Response Plan.

EXTERNAL AUDIT

(The College's external auditors shall be appointed by Audit Scotland)

Reviewing the External Audit Annual Plan.

To consider the fee parameters within the external audit plan.

Monitoring the integrity of the financial statements of the College and any formal announcements relating to the College's financial performance, reviewing significant financial reporting judgements contained in them, and from an audit perspective recommending them for approval to the Board

Reviewing the external auditor's annual Management Letter and monitoring management action on the implementation of the agreed recommendations.

Advising the Board of Management of salient issues arising from the external auditor's Management letter and other external audit reports and of management's response.

Reviewing the statement of Corporate Governance.

Holding discussions with the external auditors and ensuring their attendance at Audit Committee and Board of Management meetings as required.

Considering the objectives and scope of any non-statutory audit work undertaken or to be undertaken by the external auditor and advising the Board of Management of any potential conflict of interest.

Securing and monitoring appropriate liaison and co-ordination between external and internal audit.

VALUE FOR MONEY

Establishing and overseeing a review process for evaluating the effectiveness of the College's arrangements for securing the economical, efficient and effective management of the College's resources and the promotion of best practice and protocols and reporting to the Board of Management on such matters.

Ensuring there are appropriate processes in place in the College to deliver value for money.

Advising the Board of Management of action that it may wish to consider in the light of national value for money studies in the further education sector.

RISK MANAGEMENT

Reviewing the College's risk management arrangements and Risk Management Policy on an annual basis.

Reviewing the College Strategic Risk Register at least twice per year or as requested by the Chair of the Committee to ensure that the College's approach to managing risk is appropriate.

The Board of Management is responsible for the review and effectiveness of the College risk management arrangements and should form its own opinion despite these delegations to the Committee.

GOVERNANCE AND COMPLIANCE

Reviewing the College's compliance with the Code of Good Governance for Scotland's Colleges and advising the Board of Management on this. As part of this, the Committee shall satisfy itself that other Board committees provide assurance to the Board, as appropriate, on their governance related activities. Producing an annual report for the Board of Management.

Advising the Board of Management of significant, relevant reports from the Scottish Funding Council and Audit Scotland and successor bodies and, where appropriate, management's response to these. Reviewing reported cases of impropriety to establish whether they have been appropriately handled.

Act in accordance with the whistle blowing policy.

Undertake a regular self-evaluation of the Committee.

Meet in private with the internal and external auditors at least once annually.

Liaise as appropriate with the Finance and Resources Committee.

MEMBERSHIP

The membership of the Committee is six Board members, of which one will provide the role of Chair of the Committee and one will act as Vice Chair if elected. The Chair is elected by the Board of Management and the Vice chair is elected by the Committee. There should be no overlap of Board members with the Finance and Resources Committee. The Chair of the Board should not be a member of the Audit Committee although he/she can attend as an observer.

The membership should include a qualified accountant and if no member of the Committee is a qualified accountant then arrangements should be made for co-option. A staff member of the Board can be a member of the Audit Committee provided they do not have executive authority within the College which is taken as being the College Management Team level. The Board reviews the membership every four years.

The Principal, vice Principal Resources and College Development and the Assistant Principal Finance and Infrastructure attend the Committee as advisors. The Committee meets at least four times per year.

QUORUM

The quorum set by the Committee is three members.

FINANCE AND RESOURCES COMMITTEE

REMIT OF COMMITTEE

These functions are delegated by the Board of Management to the Finance and Resources Committee.

Having regard to the need for financial stability of the College:

- To ensure the maintenance of a robust long-term financial strategy
- To ensure the capital masterplan is aligned with the College's estates strategy
- To monitor financial performance on a regular basis
- To review the performance against target of commercial activities
- To monitor expenditure against the agreed capital masterplan
- To monitor cash balances
- To approve tuition fees
- To approve Financial Regulations

To fulfil this function, the Committee will

Make recommendations to the Board of Management on:

- the annual revenue budget
- the financial statements
- capital expenditure and the capital masterplan
- the estates strategy
- financial policies
- any other issues relating to the management of finance and physical resources

The Finance and Resources Committee will liaise as appropriate with the Audit Committee, Board of Management and all other Committees

MEMBERSHIP

The membership of the Committee is six Board members including the Principal, with one of the Board members providing the role of Chair of the Committee, and one to act as Vice Chair as elected. The Chair of the Committee is elected by the Board and the Vice Chair is elected by the Committee. There should be no overlap of Board members with membership of the Audit Committee. The Board reviews the membership every four years.

The Vice Principal, Resources and College Development and the Assistant Principal Finance and Infrastructure attend the Committee as advisers. The Committee meets four times per year.

QUORUM

The quorum set by the Committee is three members of which at least two should be Non-Executive members.

LEARNING AND TEACHING COMMITTEE

REMIT OF COMMITTEE

These functions are delegated by the Board of Management to the Learning and Teaching Committee

To provide assurance to the Board that all activities related to achieving excellence in learning, teaching and assessment are effective and support the overall strategic direction of the College.

To fulfil this function, the Committee will:

Be kept apprised of those aspects of the external and internal environments that affect the portfolio and learning experience of our students and how the College proposes to respond

monitor the College's achievement of its portfolio target and oversee relevant external reporting

monitor and advise on College performance indicators, self- evaluation outcomes, benchmarking and external verification feedback

be kept apprised of proposed improvements to the learning experience of our students and offer constructive challenge

consider cross-College activities that impact on learning and teaching such as overall approach to learning and teaching, eLearning, community learning, additional support for learning To be kept apprised of opportunities and uptake of staff training and development and the contribution it makes to improving learning and teaching

consider the cross-college activities that impact on quality and development of learning, teaching and assessment throughout the college

receive reports from Student Board Members and representatives from the student body relevant to their experience of learning and teaching

where required take appropriate action in all matters pertaining to student affairs, including welfare and discipline and student appeals

make recommendations to the Board on major policy matters but have devolved powers to deal with time urgent matters, seeking the Chairman of the Board's approval where appropriate

consider and act on any other information it deems appropriate in the conduct of its business

MEMBERSHIP

The membership of the Committee is a minimum of six members of the Board of Management, of which one will be the Student Member plus the Principal and staff representative. The Committee should be chaired by a Board Member, other than the Chairman of the Board. The Chair of the Committee is elected by the Board and the Vice Chair is elected by the Committee. The Board reviews the membership every four years. The Vice Principal, Curriculum and External Relations, the Assistant Principal for Student Experience, the Assistant Principal for Quality and

Performance, the Secretary to the Board and from time-to-time a representative from the Curriculum Assistant Principals attend the Committee as advisers. The Committee meets three times per year.

QUORUM

The quorum set by the Committee is three members.

ORGANISATIONAL DEVELOPMENT COMMITTEE

REMIT OF COMMITTEE

These functions are delegated by the Board of Management to the Organisational Development Committee

REMIT

To consider policy and strategy in relation to staff governance including equality and diversity, human resources, staff well-being and health and safety matters.

To fulfil this function, the Committee will

Determine the parameters within which the remuneration and conditions of service of all employees are set. This excludes the Principal and Senior Management and decisions for other staff made through national bargaining.

Formulate the Board's People Strategy and monitor this to ensure targets are being met.

Monitor compliance with relevant legislative or professional requirements relating to the employment of staff

Receive reports of meetings of the Joint Consultation and Negotiation Committees of the College with the three recognised unions and to consider any matters arising which may require to be raised at Board level.

Review staff engagement.

Consider how Human Resources and Organisational Development targets and Key Performance Indicators, including those contained within the College Strategic Plan and balanced scorecard information are monitored and reported upon.

Make recommendations to the Board on major policy matters but with devolved powers to deal with time urgent matters seeking the Chair of the Board's approval where appropriate.

MEMBERSHIP

The membership of the Committee is a minimum of six members of the Board of Management, one of whom will be the Principal and Chief Executive. The Committee shall be chaired by a Board member other than the Chair of the Board. The Chair of the Committee is elected by the Board and the Vice Chair is elected by the Committee. The Board reviews membership every four years.

The Clerk to the Board, the Assistant Principal Human Resources, Head of Human Resources, and the Organisational Development Manager attend the Committee as advisors. The Committee meets three times per year.

QUORUM

The quorum set by the Committee is three members.

REVIEWED SEPTEMBER 2020

NOMINATIONS COMMITTEE

REMIT OF COMMITTEE *

These functions are delegated by the Board of Management to the Nominations Committee

REMIT

1. To be responsible for selecting and nominating candidates for the approval of GCRB to fill any vacancies which arise from time to time in the membership of the Board of Management. To follow the recruitment procedure in accordance with Ministerial Guidance to College Boards and to take cognisance of equality and diversity in seeking candidates with a variety of backgrounds and skills or experience.

The process will include interviewing, assessing against specified criteria set by the Committee and recommending candidates to GCRB for membership of the Board of Management.

Note that in respect of the selection and appointment of the Chair of the Board of Management or the Principal there will be a separate procedure governed through GCRB and would be subject to separate reporting to the Board of Management.

2. To make recommendations to the Board of Management on the chairing of Committees of the Board.
3. To give full consideration to succession planning for members of the Board, taking into account the challenges and opportunities which face the College.
4. To have regard to the desire of the Board to have a diverse membership reflecting the communities which it serves.

MEETINGS

1. The Nominations Committee will meet formally once each year in February or March and otherwise as required.
2. The business of the Nominations Committee shall be reported to the next available Board of Management meeting.

MEMBERSHIP

1. The membership of the Committee is five members of the Board of Management. The Committee will be chaired by the Chair of the Board of Management. The Board may appoint a Vice Chair of the Committee having regard to succession.

2. The clerk to the Board, Assistant Principal of Organisational Development and the Head of HR may attend the Committee as appropriate.
3. The Appointments Panel will comprise two members of the Nominations Committee and an Independent Person to be appointed for that purpose in accordance with Ministerial Guidance.
4. By invitation of the Chair external advisers may attend to provide specialist advice and information to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

QUORUM

1. The Quorum set by the Committee is three members.
 - *To be reviewed to include responsibility for governance subject to approval at Nominations Committee 4th November meeting (from Board 18th March 2020)*

REMUNERATION COMMITTEE

REMIT OF COMMITTEE

These functions are delegated by the Board of Management to the Remuneration Committee

REMIT

To be responsible for reviewing and determining the salary and terms and conditions of appointment of all Senior Management including the Principal and Chief Executive within an agreed funding envelope. To adopt and maintain a process consistent with the Code of Good Governance and to be responsible for ensuring that process is followed.

To fulfil this function, the Committee's role will be

To formulate the College's Senior Management, Pay Policy including at Principal's level, and review that policy annually recommending any changes to the Board.

To report back to the Board on decisions made by the Remuneration Committee with enough detail to assure the Board that the Senior Management Pay Policy has been followed.

To ensure a clear process is in place to set and agree personal performance measures for the Principal and the other members of the Senior Management Team. In assessing the performance of the Principal, views will be sought from the staff and student communities.

To advise the Board on the terms of any severance schemes made available to staff or the terms of any individual settlement agreements if required.

MEMBERSHIP

The membership of the Committee is the Chair of the Board and four other members excluding the Principal and the staff and student representatives. The four other members will be the Chairs of the Audit, Finance and Resources, Learning and Teaching and Organisational Development Committees. The Vice Chair of the Board shall be the Chair of this Committee. The Chair of the Board must not be the Chair of

the Committee. If there are vacancies, due to the ineligibility of a Committee Chair to take up membership, the Board will appoint a replacement member. The Committee shall meet twice per year.

QUORUM

The quorum set by the Committee is three members.

NOMINATIONS COMMITTEE MEETING

Date of Meeting	4 November 2020
Paper Title	Glasgow Clyde Education Foundation Appointments
Agenda Item	20.19
Paper Number	20.19
Responsible Officer	Christine McConnell
Status	Disclosable
Action	Recommend

1 REPORT PURPOSE

The Purpose of this report is progress the appointment of Trustees to the Board of the Glasgow Clyde Education Foundation(GCEF).

2. RECOMMENDATION

The Committee agrees the process detailed at 3.5 below for appointment of GCEF trustees.

3. BACKGROUND

3.1 At its meeting on 20 February, the Committee agreed a Protocol for the appointment of Trustees to GCEF.

3.2 Following a request from the Clerk, three Board members, Fiona Godsman, Clare Walker and Runa McNamara, expressed an interest in taking up this role.

3.3 Keith Rosser has intimated his intention to stand down as a Trustee.

3.4 In terms of the agreed Protocol, where more than one application has been received, the Committee will meet with each applicant before making a recommendation to the Board of Management.

3.5 As two applicants are members of the Committee, it is recommended that the Chair of the Board meets with each applicant and provides a recommendation on appointments to the non- conflicted members of the Nominations Committee. If the non-conflicted members are content with the recommendation of the Chair, then the Committee will recommend appointments to the Board.

4. RISK ANALYSIS

There are no risks associated with this Review.

5. LEGAL IMPLICATIONS/ FINANCIAL IMPLICATIONS/ REGIONAL OUTCOME AGREEMENT IMPLICATIONS

None

- 6. HAS AN EQUALITY IMPACT ASSESSMENT BEEN CARRIED OUT
N/A**